

**COMMONWEALTH OF KENTUCKY
ARTICLES OF INCORPORATION
OF
Jamieson's Distillery Inc.**

0571588.09

John Y. Brown III
Secretary of State
Received and Filed
11/05/2003 1:03:55 PM
Fee Receipt: \$50.00

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The undersigned incorporator, pursuant to KRS Chapter 271B, adopts the following Articles of Incorporation:

1. The name of the Corporation is Jamieson's Distillery Inc.
2. The number of shares the Corporation is authorized to issue is 1000 shares of common stock at \$0.01 par value per share.
3. The purpose for which the corporation is organized is any lawful business allowed by the Kentucky Corporations Code.
4. The name and street address information of the Corporation's initial registered office is as follows:

W. Ray Jamieson
1869 Loretto Rd.
Bardstown, Kentucky 40004

5. The mailing address of the Corporation's principal office (location of executive offices) is as follows:

44 No. 2nd Street
Memphis, Tennessee 38103

6. The name and mailing address of the incorporator is as follows:

Nellie Akalp
30141 Agoura Rd.
Suite 205
Agoura Hills, California 91301


Nellie Akalp, Incorporator

Date

10-29-03


W. Ray Jamieson, Registered Agent

Date

10-31-03

Registered Agent Acceptance of Appointment

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

October 29, 2003

Secretary of State
Capitol Building
154 State Capitol
700 Capitol Avenue
Frankfort, KY 40601

Re: Jamieson's Distillery Inc.

Ladies and Gentlemen:

Please find enclosed for filing one original and two copies of the Articles of Incorporation of Jamieson's Distillery Inc. Also enclosed is a check in the amount of \$50.00 as the appropriate filing fee.

Please return the copies, stamped to show the date of filing, to the undersigned.

Thank you for your assistance.

Sincerely,



Nellie Akalp, Incorporator
30141 Agoura Rd.
Suite 205
Agoura Hills, California 91301